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the AMAZING SPIDER-MAN®

MARVEL'S TV SENSATION!

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I DON'T
GET IT! WHY
IS CAPTAIN
AMERICA
AFTER ME?

pollard/

I TOLD YOU
TO GET OUT
OF HERE,
SPIDER-MAN!

DO I
HAVE TO
SMASH YOU
TO STOP
YOU?

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...AND LURKING IN THE SHADOWS--
ELECTRO!

Now... the Amazing

ENERGIZED™ SPIDER-MAN!

ENERGIZED

TO CLIMB! Attach the Spider Clamp, turn on Spiderman's energy belt and his web climber goes into action. He climbs doors. Walls. Windows. Fences. Automatically.

ENERGIZED

**TO PULL!
TO LIFT!**

Spiderman's energized web actually pulls and lifts objects heavier than his own weight!

ENERGIZED

**TO POWER HIS
SPIDERCOPTER.**

As Spiderman sits in his Spidercopter, his power turns the rotor. And also sends out a powerful search beam. Spiderman flies by night.

Spiderman is 13½ inches tall.

REMCO

ENERGIZED

TO THROW LIGHT!

His Spider-Light cuts a beam through the night, lighting the way to safety... or to find the enemy!

The ENERGIZED

GREEN GOBLIN.

Spiderman's enemy. He's energized to cut Spiderman's web, power his Goblin Ray gun. A formidable foe for Energized Spiderman.

Green Goblin comes with Web Cutter and Goblin Ray Gun.

ACCESSORY PACK,

TOO! A Spider Trap, plus Spider Ray Gun. Rocket Camera. Just attach to Spiderman's Energy Belt!

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN™

MARY WOLFGAN & JIM STARLIN
SCRIPT/EDIT-CD-PLOTTERS-LAYOUTS

BOB McLEOD
FINISHES

A. KAWECKI, LETTERS
MICHELE W., COLORS

JIM SHOOTER
CONSULTING EDITOR

THE POWER OF ELECTRO!

SO WHAT HAVE WE NOW?

1: SPIDEY'S BEEN
CLEARED OF ALL
CHARGES AGAINST
HIM.

2: HE'S NOW A HERO TO
ALMOST EVERYONE...
EXCEPTING, OF COURSE,
A CERTAIN BRISTLY-HAIRED
NEWSPAPER PUBLISHER.

3: AND FOR PERHAPS
THE FIRST TIME IN HIS
HECTIC LIFE, PRETTY
MUCH NOBODY IS OUT
TO SQUASH HIM.

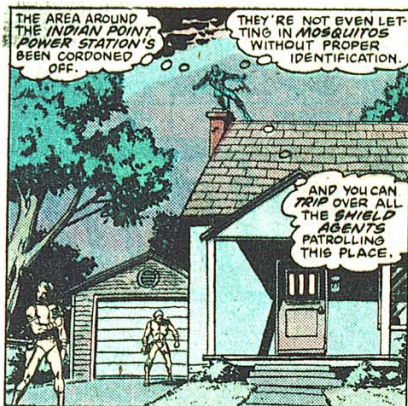
SO EXPLAIN WHY OUR
WEB-WEAVING WONDER
IS STILL A PICNIC GROUND
FOR PARANOIA.

NONE OF
THIS MAKES
ANY
SENSE!

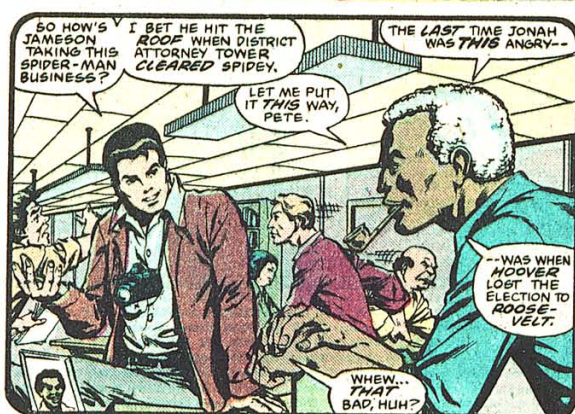
YET, MY
SPIDER-SENSE
IS BUZZING AWAY
LIKE A RUSTY
ALARM CLOCK!

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& JACK KIRBY



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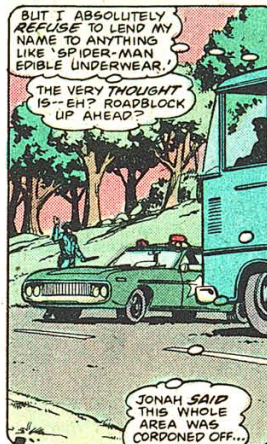
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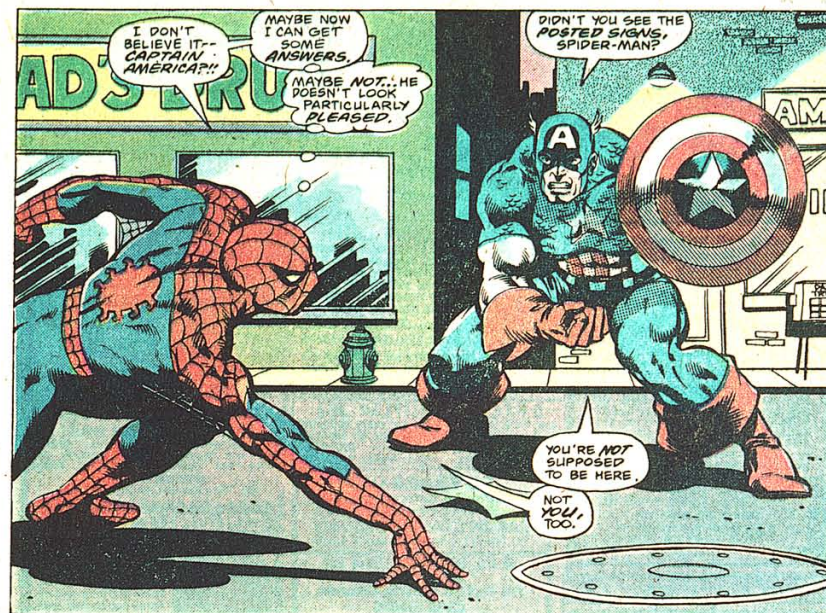
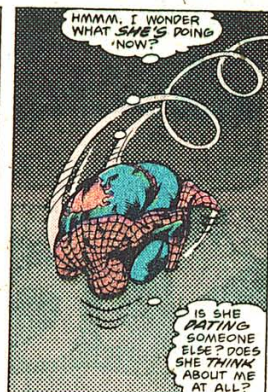
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BUT, IF THE ALERT SHIELD AGENT HAD TURNED A FRACTION OF AN INSTANT QUICKER...



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CAPTAIN AMERICA STANDS FAST... HIS JAW FIRM, HIS EYES RESOLUTE. THAT SPIDER-MAN IS STRONGER THAN HE MEANS NOTHING TO THE STAR-SPANGLED AVENGER.



HE HAS FOUGHT OTHER FOES MORE POWERFUL... AND ALWAYS BEFORE HAS THE LIVING LEGEND OF WORLD WAR TWO BEEN VICTORIOUS!

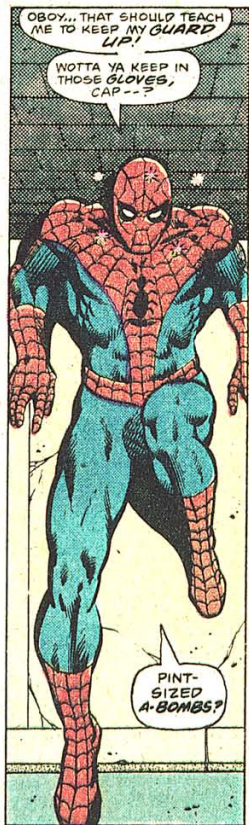
I WANNA KNOW WHAT'S GOING DOWN HERE, CAP...



AND I MEAN TO FIND OUT-- EVEN IF I HAVE TO TEAR THE INFO RIGHT OUT OF YOU!



I SAID NO, WEB-SLINGER, AND CAPTAIN AMERICA MEANS WHAT HE SAYS!



OBOY... THAT SHOULD TEACH ME TO KEEP MY GUARD UP!

WOTTA YA KEEP IN THOSE GLOVES, CAP--?

PINT-SIZED A-BOMBS?



LISTEN, SPIDER-MAN... IF YOU TRUST ME, YOU'LL LEAVE THIS AREA AT ONCE.

YOUR PRESENCE HERE IS ONLY AN INTERFERENCE.



FURTHERMORE, YOU'RE IN DANGER EVERY MOMENT YOU STAY, SO... FAST AS YOU CAN...

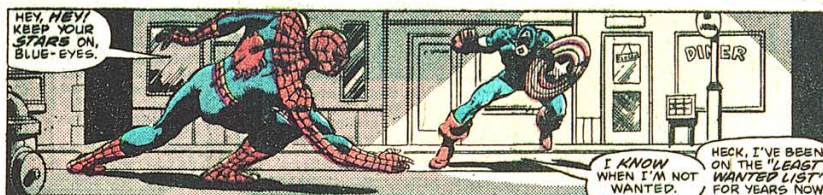
THAT'S ALL I CAN SAY.



SOMETHING IS WRONG, AND WHATEVER IT IS-- IT'S GOTTA BE A PLOTTING.

I'VE NEVER SEEN CAP SO WROUGHT-UP... I ACTUALLY THINK HE'S TRYING TO PROTECT ME.

ARE YOU LEAVING? OR MUST I--



HEY, HEY! KEEP YOUR STARS ON, BLUE-EYES.

HECK, I'VE BEEN ON THE "LEAST WANTED LIST" FOR YEARS NOW.



KEEP YOUR MYSTERY TO YOURSELF... I'VE GOT ENOUGH PROBLEMS OF MY OWN.

DON'T LET YOUR WINGS MOLT, CAP.



I'M TRULY SORRY ABOUT THIS, SPIDER-MAN... I UNDERSTAND YOU WANT TO HELP...

...BUT I'VE ABSOLUTELY NO CHOICE IN THIS.



YOU MAY NOT KNOW IT... BUT BY LEAVING... YOU JUST MAY HAVE SAVED YOUR LIFE.

CONTINUED AFTER NEXT PAGE

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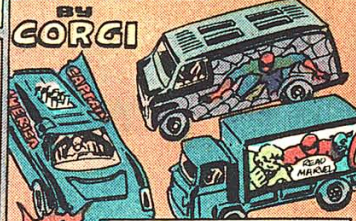
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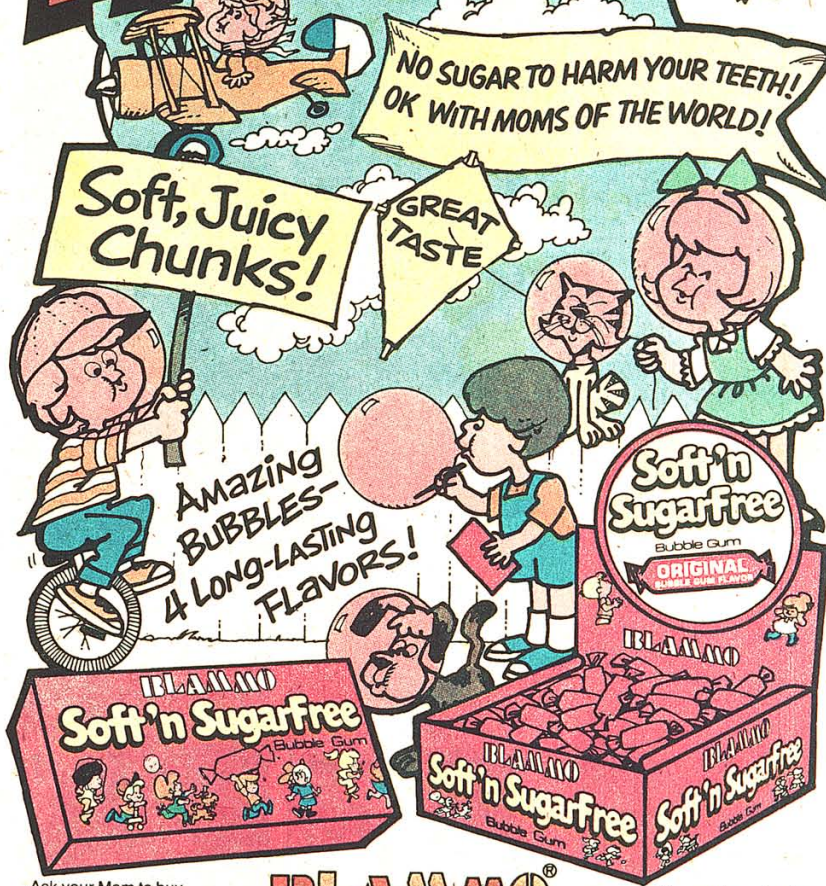
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T.M.



THIS OPERATION MUST BE KEPT TOP SECRET. IF EVEN A WORD ABOUT THIS LEAKS OUT--

--IT COULD CREATE PANIC-- EVERYWHERE!



AMERICA TO SHIELD... ALL IS NOW CLEAR, ANY SIGN?

NO LUCK, CAP. ONLY PLACE STILL UNCHECKED IS THE POWER PLANT ON THE HILL.



I'LL COVER IT, GUYS... WISH ME LUCK.

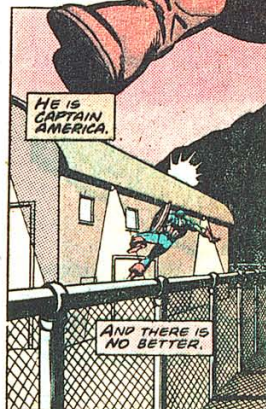
IF I FAIL... I MAY NOT RETURN!

SHOWING LITTLE CONCERN FOR PERSONAL SAFETY, HE RACES AHEAD...



...KNOWING FULL WELL HE MAY HAVE TO SACRIFICE HIMSELF THAT OTHERS MAY LIVE.

FOR MORE THAN THIRTY YEARS, HE HAS PUT HIS LIFE ON THE LINE TIME AND TIME AGAIN...



HE IS CAPTAIN AMERICA.

AND THERE IS NO BETTER.

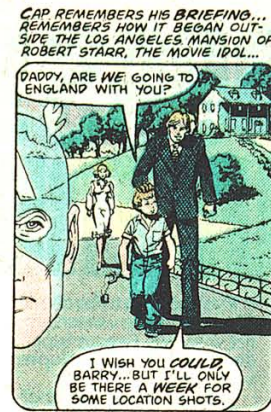


DOOR'S MELTED THROUGH... HE'S HERE!

THIS HAS TO BE DONE PERFECTLY... OR THE CHILD MAY BE HURT.



YET THERE'S NO TIME TO LOSE... OR HE WILL DIE!



CAP REMEMBERS HIS BRIEFING... REMEMBERS HOW IT BEGAN OUT... SIDE THE LOS ANGELES MANSION OF ROBERT STARR, THE MOVIE IDOL...

DADDY, ARE WE GOING TO ENGLAND WITH YOU?

I WISH YOU COULD BARRY... BUT I'LL ONLY BE THERE A WEEK FOR SOME LOCATION SHOTS.

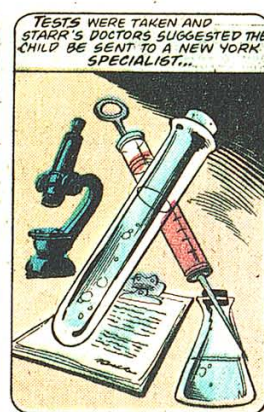


BESIDES, I BELIEVE YOU HAVE SCHOOL, AND...

DADDY!

BARRY!

RATS WERE SUPPOSED TO LIVE IN THE SLUMS... NOT IN THE BACKYARD OF THE RICH AND FAMOUS. YET--



TESTS WERE TAKEN AND STARR'S DOCTORS SUGGESTED THE CHILD BE SENT TO A NEW YORK SPECIALIST...



BUT HE NEVER ARRIVED...

"I DEMAND ONE MILLION DOLLARS, OR YOU WILL NEVER SEE YOUR SON AGAIN."

OH, BOB, THEY HAVE BARRY... WHAT DO WE DO NOW?



IT WAS A GRIM SITUATION MADE EVEN MORE DESPERATE WHEN STARR'S LOS ANGELES PHYSICIANS RECEIVED THEIR FINAL LAB REPORTS...

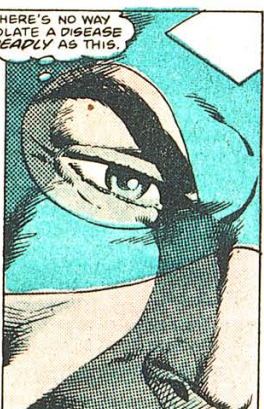
JOHN, LOOK AT THIS-- IT CAN'T BE TRUE!



THERE WERE TWO CASES LAST YEAR IN CALIFORNIA... THREE THE YEAR BEFORE THAT. ONE DIED... THE REST RESPONDED TO TREATMENT.



AND THEY THOUGHT THEY ISOLATED THOSE CASES...



BUT THERE'S NO WAY TO ISOLATE A DISEASE AS DEADLY AS THIS.

HEEL, SUPERDOGS!!! IT'S THE INFAMOUS MILK DUDS SUPERDUDS SWEEPSTAKES!



Superduds of the Universe, take heart! At last our time has come. No longer will we suffer the scorn of those who would mock our cause.

No longer will we bear the insults of the sniveling superavengers.

Groveling glory-seekers! They have their sweepstakes, and we shall have ours.

The Infamous Milk Duds Superduds Sweepstakes, to be precise.

Just fill out the entry blank, then mail it back to us. And strike a blow for Superduds everywhere.

A MASTERFULLY MENACING SCHEME!

To all Milk Duds, Slo Poke, and Black Cow eaters, we offer an opportunity that the misguided followers of superheroes cannot share.

And you shall hear all about it, in due time.

But first, have patience while we tell you of our grand design.

Our design for total domination of the Famous Clark Bar Superhero (Ha!) Sweepstakes.

We shall insist that your entry be accepted in their Sweepstakes. To give you an unequal chance at the prizes they offer to their toadies. We shall use force, if necessary.

YOUR DATE WITH DESTINY!

Now for the spoils of victory. The rich rewards of ruthlessness. If you should be the first-prize

winner, you and your family (limit of four people) will be flown to New York City and back.

You'll stay for three days and two nights. All expenses paid.

You'll be taken on a personal tour of the Marvel Comics offices, where an artist will draw your image into an upcoming issue of your favorite Marvel Comic.

You'll be part of the action in a famous superhero adventure.

You'll be allotted time for such

frivolous activities as sightseeing. And, when your comic adventure is published,

you'll get 15 copies to bestow upon your family and fraudulent friends.

They'll be awestruck to know a famous person like you.

If you happen to be one of the 20 second-prize winners, you'll get your own Famous Superhero (Bah! Dolts!) or Infamous Superdud wristwatch.

You'll have your choice of the cowardly countenances of such witless wonders as Wonder Woman, Superman, Spider-Man, or Batman. Or, for

the enlightened among you, the Joker. The full-color Swiss-made watches would normally sell for \$19.95 to \$23.95.

If you should be one of the 100 third-prize winners, you'll get a year's subscription to the DC or Marvel comic of your choice. The Incredible Hulk, Green Lantern, Wonder Woman, Ms. Marvel, Captain America, Red Sonja, Justice Society, Plastic Man, Thor, you name it. Even that precious poppet, Little Lulu.

GRAND AND GLORIOUS SUPERDUD PRIZE!

And now, faithful followers, we come to the opportunity we promised earlier. In addition to drawings for all those prizes you've just been reading about, everybody who dares to enter the Infamous Milk Duds Superduds Sweepstakes



will automatically be entered in a special drawing. And ten of those people, maybe even you, are going to win splendid Schwinn ten-speed bicycles.

Of course, wrappers from Milk Duds, Slo Poke or Black Cow can also help you get all kinds of super premiums. All of the details are in the Famous Clark Bar ads.

So find yourself a pen or pencil, fill out the entry blank—the rules (alas, we do have rules) say you must print—and mail your entry before November 1, 1978.

It's so easy, even a simple-minded super-do-gooder could do it.



THE INFAMOUS MILK DUDS SUPERDUDS SWEEPSTAKES!

P.O. Box 55 Chicago, Illinois 60677

RULES

1. To enter, type or print clearly your name, address and zip code on the official entry blank, or on a plain piece of 8 1/2" x 5" paper. You can enter as many times as you want, but each entry must be mailed separately.
2. With each entry, send one wrapper from any Holloway or Clark candy product, or the words "MILK DUDS" printed on a separate piece of 8 1/2" x 5" paper. (You can send wrappers from Milk Duds, Slo Poke, Black Cow, Clark, Crispy, Zigzag, Crunchy, Light or Peanut Butter Log.)
3. Send entries to Superduds Sweepstakes, Box 55, Chicago, Illinois 60677.
4. Entries must be postmarked by November 1, 1978 and received by November 10, 1978.
5. Winners will be determined in random drawings conducted by H. Olsen & Company, an independent judging organization, whose decisions are final.
6. Prizes are non-transferable, and substitution of prizes is not allowed. Only one prize to a family. The odds of winning will be determined by the number of entries received. All prizes will be awarded.
7. This sweepstakes is open to all U.S. residents, except employees (and their immediate families) of Butterco, its advertising agencies, and H. Olsen & Company, and in Missouri, and where it is prohibited by law. Subject to all Federal, state and local laws and regulations.
8. If you want a list of winners, send a separate stamped, self-addressed envelope to Box 55, Chicago, Illinois 60677.

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ADDRESS _____
CITY _____
STATE _____ ZIP _____

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*8:00 EASTERN TIME

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NBC

† ©Marvel Comics Group, a Div of Cadence Ind. Corp. 1978
†† ©Hanna-Barbera Productions Inc. 1978

THE DOOR IS LOCKED, AND THIS IS NO TIME FOR SUBTLETY. THEREFORE, A MOMENT LATER, CRASHING THROUGH A DOOR MADE OF THREE-INCH SOLID MAPLE...

...IS THE POWERFUL FIGURE OF CAPTAIN AMERICA!

SKRRKKK

LIGHT IS NOW OFF, YET I SAW ITS GLOW PEAKING THROUGH THE DOOR SADDLE JUST A MOMENT AGO.

SOME-ONE JUST PLUNGED THIS ROOM INTO DARKNESS. A DELAYING TACTIC?

SOFT BREATHING AHEAD OF ME... NOT A FULL-GROWN ADULT.

BARRY STARR?

IS THAT YOU?

WHO'S THERE... I DON'T SEE ANYONE.

MY NAME IS CAPTAIN AMERICA... HAVE YOU HEARD OF ME?

CAPPY YOU BET! DID MY DADDY PAY YOU TO RES-CUE ME?

UNDOUBTEDLY, YOUNGSTER, THOUGH IT-- cough-- WAS A FRUITLESS ATTEMPT.

HE SHALL NOT LIVE LONG ENOUGH TO CELEBRATE HIS SUCCESS!

OUR MYSTERIOUS KIDNAPPER, I SUPPOSE?

INDEED.

NOT MY STANDARD OPERATING-- cough-- PROCEDURE, BUT AN EASY WAY TO GET SOME POCKET CHANGE!

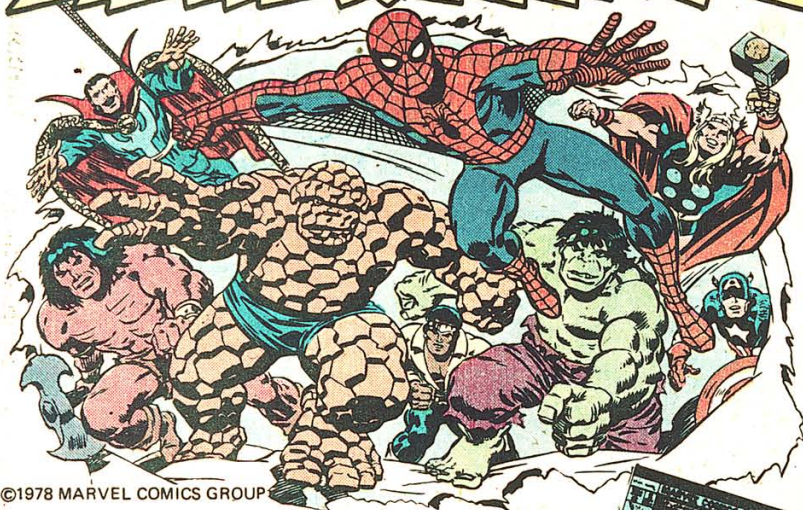
THIS IS ALL FOR MONEY?

YOU MANIAC!! DO YOU REALIZE WHAT YOUR MISERABLE GRASP HAS DONE?

INDEED I HAVE, FOOL. IN ADDITION, TO-- cough-- THE 25 GRAND I AM GETTING TO DESTROY THIS POWER STATION...

I WILL BECOME AN INSTANT MILLIONAIRE!

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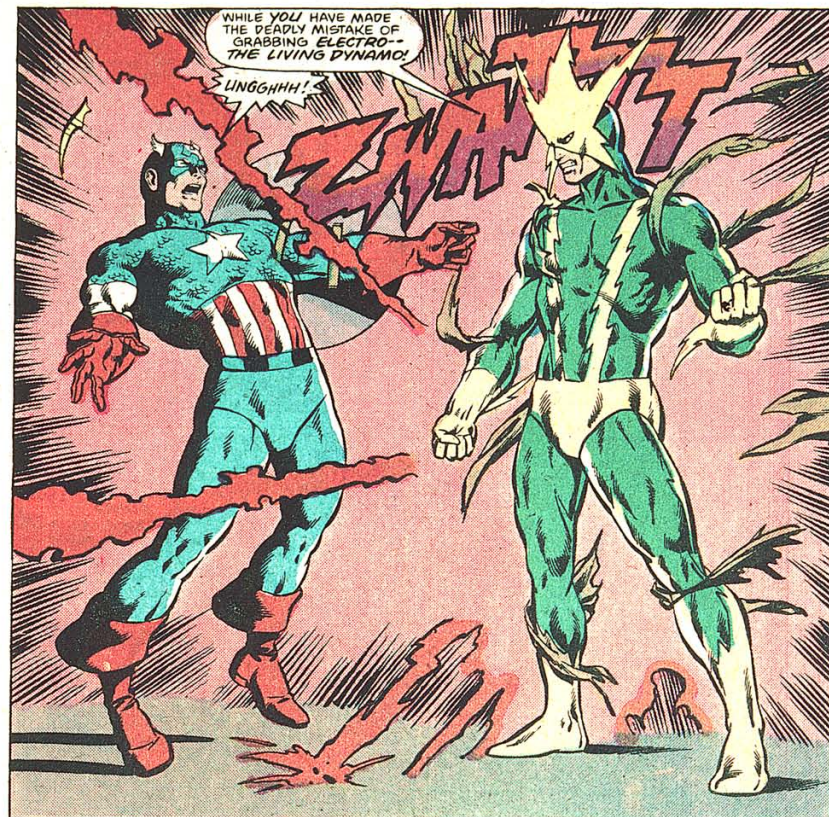
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City _____ State _____ Zip _____

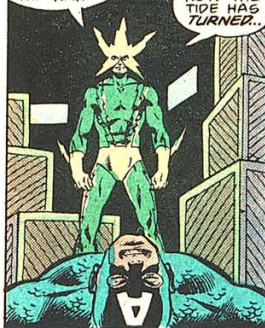
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| ☐ Fantastic Four | ☐ Captain America | |

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FOR TOO MANY YEARS, YOU SO-CALLED HEROES HAVE GOTTEN IN MY WAY.
BUT I SWEAR-- NO MORE! NEVER AGAIN!
INDEED, NOW THE TIDE HAS TURNED.



NOW IT IS ELECTRO'S TURN TO EMBRACE SUCCESS.

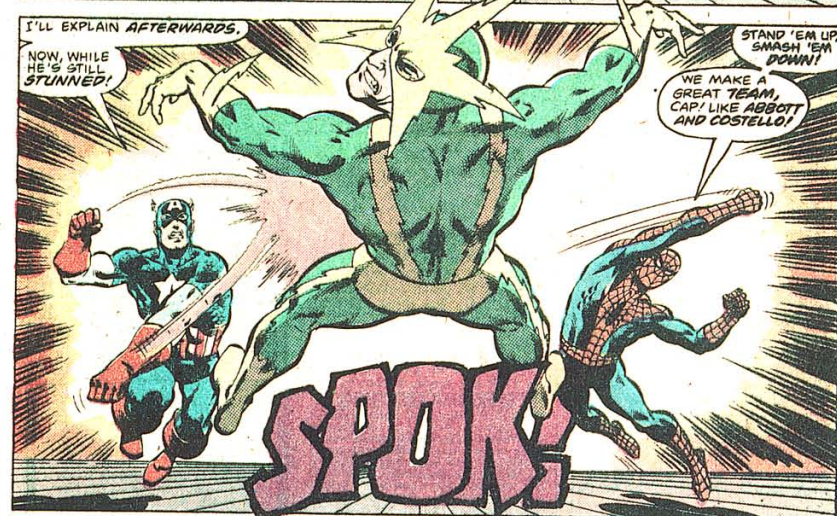
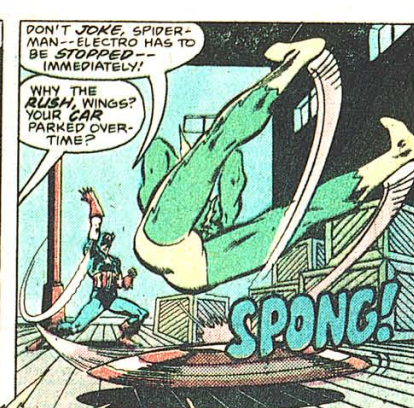
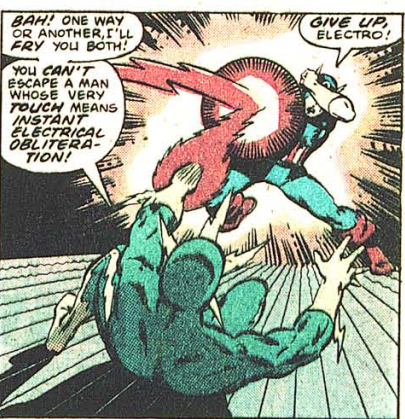
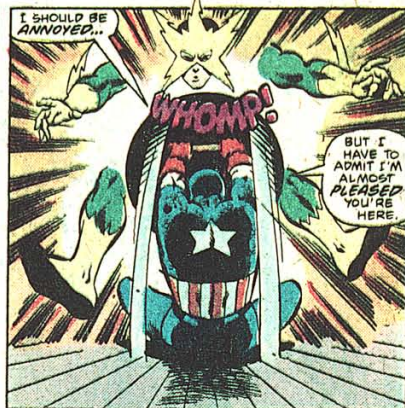
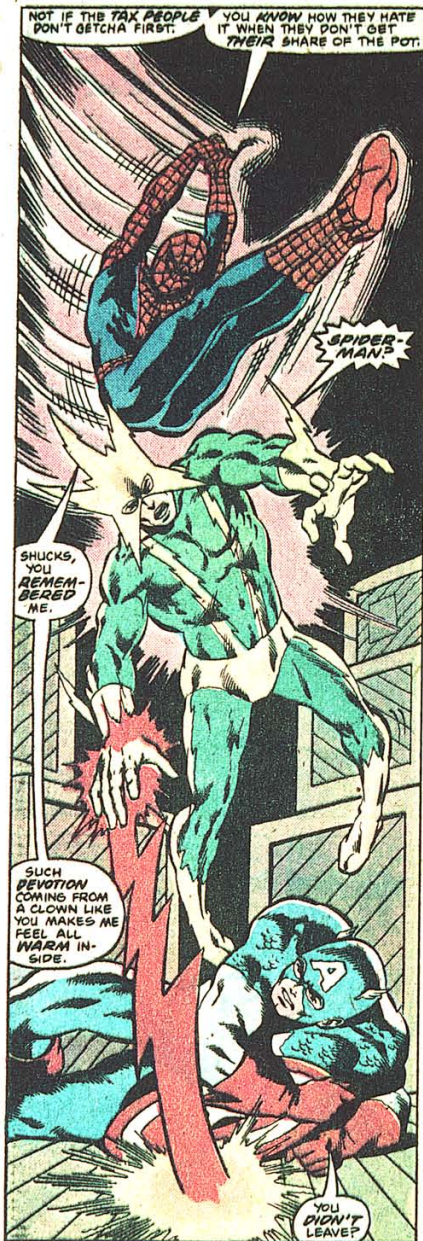


ONCE I AM DONE WITH YOU, I SHALL CLAIM THE MILLION-DOLLAR RANSOM...

RID MYSELF OF THIS POWER STATION AND THEN RETIRE... WITH THE SWEET FRUIT OF VICTORY.



I SHALL LIVE IN A MANNER FIT FOR A TRUE KING OF CRIME!



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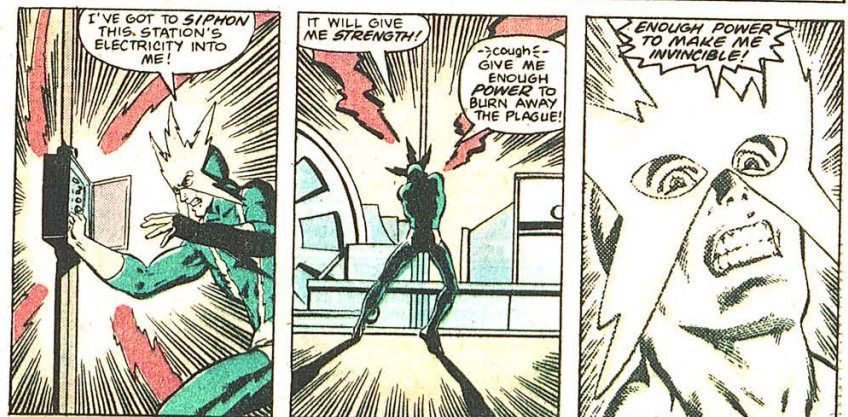
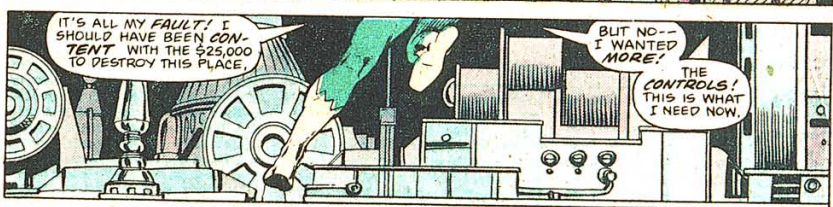
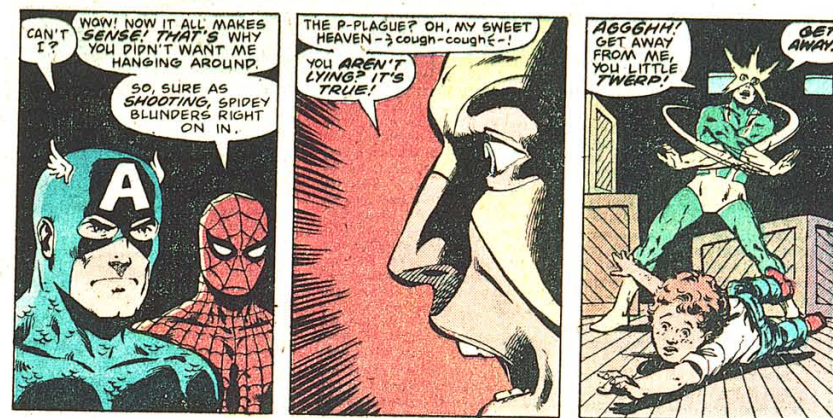
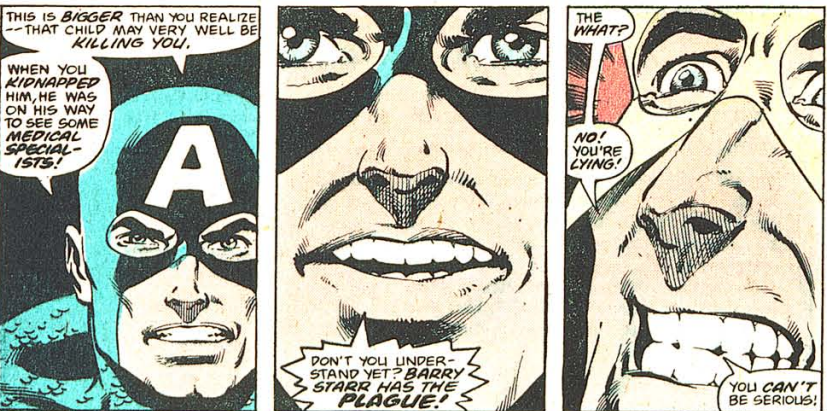
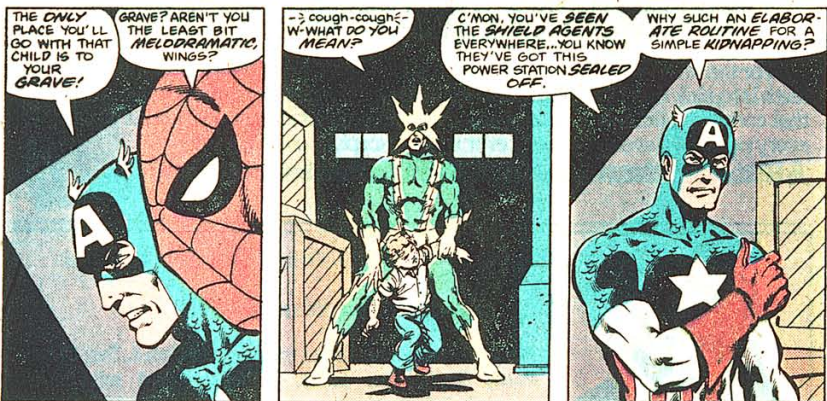
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BULLPEN BULLETINS

STAN'S SOAPBOX

Hey, remember me telling you I was going to Tokyo in May to help launch some new Marvel projects? Well, now that I'm back, I thought you'd like to know that all of Japan seems to be mad-about-Marvel! They're doing their own version of Spider-Man, live-action, as a weekly TV series; publishing more stories of our shy little superheroes than I could count; and I wish you could see all the clever toys and games they've based on our Marvel myths. One of these days we'll do an article showing some of our more picturesque Japanese items, as soon as we can figure out which mag to print it in.

Item! You'll soon be seeing a great new feature in the Sunday Comic pages of newspapers from coast to coast called "Marvelous Fun and Games" by Owen McCarron (the talented whiz who brought you the first few Simon & Schuster Marvel Fun Books.) The full-color feature presents your superhero favorites in a merry melange of puzzles and games. Who says we're not spreading culture all over the land?

And now, it's time to reply to the first of the many, many questions you've sent me in "answer to an earlier Soapbox request. This query was one of the most frequently asked, so I'll tackle it first. "Will comicbooks get better and better, or will the field just stagnate with the same recycled ideas?" Naturally, I'm no more of a prophet than you, but here's the way I see it. We'll continue to use the same "recycled" ideas, if that's

what you mean by new adventures of our world-famous superheroes being published month after month, year after year. We'll keep producing them as long as you want them, and judging by the way you've been gobbling them up, your interest hasn't slackened. But, besides bringing our usual literary fare, we spend virtually all of our free time trying to dream up new characters, new formats, new concepts, to keep the world of comics vital and alive and ever-growing. Just look at some of our recent innovations: the Marvel line of rock star mags, such as KISS, the BEATLES, the upcoming SHAUN CASSIDY, SGT. PEPPER, ROLLING STONES, and other titles. The new Marvel super-specials, \$1.50 magazines with artwork in full-color on glossy paper, such as our CONAN SUPER SPECIAL, with many other titles to follow. Then too, there are the new Marvel movie and book adaptations, plus PIZZAZZ, the steadily growing CRAZY, and the countless new Marvel projects in the works from Simon & Schuster and Pocket Books. And, as soon as we can catch our breaths, we'll be coordinating our projects with our own magazines in a new different series of publications. 'Nuff said?

Next ish—the answer to another of your most oft-repeated questions: "Is Irving Forbush a real person?" Till then, if you can bear the suspense, why not take a duck to lunch?

Excelsior!

Stan

ITEM! They came from the wooded glens of Connecticut, and from the exotic shores of New Jersey, from the far off glades of Penn's Woods and from nearby Midtown. From Flushing by the 7 train they travelled, and from Inwood by the A. One plucky lady, 'tis said, braved the awesome dangers of the dreaded LIRR to traverse the staggering distance from her home in the fabled City of Gardens to the Hallowed Halls of Marvel. One by one they came, until at last, to a man they stood united, and the gathered throng thus convened this year's second Mighty Marvel Writers Meeting, Editor-in-Chief JIM (Trouble) SHOOTER presided, Consulting Editor MARVELOUS MARY WOLFFMAN generously gave of his valuable time to lend an assist, and the Editorial Staff took notes as discussion ranged from the Art of Storytelling to the Science of Balloon Placement. Long into the afternoon they spoke, and when at length they adjourned, if no Great Issues were resolved, it was clear that every single body in that room cares about his work, and cares deeply. It

seems to us that there's no ingredient more necessary to Quality than Caring—and we're pretty darn proud to be the kind of people and the kind of company that cares!

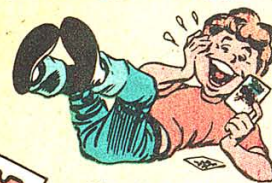
ITEM! Speaking of GODZILLA—just when we thought we'd seen it all, Devil-May-Care DOUG MOENCH and Happy HERB TRIMPE came through with a little idea that flipped our embroidered babushkas! It's incredible! It's unbelievable! It's a beautifully ironic twist of fate that is guaranteed to leave Marvel continuity buffs everywhere astonished and delighted! It's real—and it's happening in the pages of GODZILLA #17, on sale right now! So get out there, Lizard-philies, and nab your copy before it gets away. Be warned, however—there's a Godzilla you've never seen before lurking inside!

ITEM! The shredding sound you hear, should you happen to be in the Apple near 575 Mad Avenue, is probably Marvel Editor Broadway BOB HALL feeding another page of the rulebook to the Armadillos. As if it weren't enough permitting, nay, wholeheartedly

approving the madness currently raging 'twixt the covers of GODZILLA, Bob has thrown caution, convention, and sanity to the winds with the Dynamic DEFENDERS as well. Once again, he has combined the not inconsiderable talents of DAVE (The Dude) KRAFT and Energetic ED HANNIGAN and more-or-less turned them loose on a three part mini-epic ranging from the pits of Earthly Urban Blight to (are you ready for this?) the gleaming spires of Eternal ASGARD! Dave and Bob have been closely coordinating with Consulting Editor and resident Mythology Expert, Rascally ROY THOMAS concerning the Defenders' doings in the Golden Realm, to make certain everything meshes perfectly with Roy's current storyline in the pages of THOR. As for what's actually going on, Dave, Ed, Bob and able Assistant Editor MARY JO DUFFY asked us not to say! We will tell ya however, they have spent quite a bit of time lately chortling over their plans, so you can be sure what's coming up, beginning in DEFENDERS #66, (on sale now) is not what you'd expect. Get your copy and let us know what you think—should we fire the lot of 'em—or give 'em a raise?

ITEM! And now for something completely different! You say your car won't start, your bowling average is down and your ring-around-the-collar is loud enough to wake the neighbors? Well, you lose. Sadly, we must admit that our new MIGHTY WORLD OF MARVEL PIN-UP BOOK will do absolutely nothing to right most of the cruel injustices of Fate. What it will do is dazzle you with its 21 huge 11"x15" full-color illustrations of Marvel's Magnificent Heroes and Heroines in action! It's all here—all the glory, grandeur, power, and drama that marks the Marvel Age of Comics, caught in the carefully created and skillfully selected poster shots that tell it best. The accompanying narrative will excite and enlighten you. No collector should be without his own copy. You'll see it at better book stores everywhere—if you look soon! ITEM! For those of you who are independently wealthy, and, therefore, send your chauffeur down to the magazine store to pick up the latest batch of Marvel's monthly offerings, and then don't bother to count the change from the C-Note you gave him, we feel obligated to mention that Marvel Comics are still only 35¢ a throw. That, of course, is an academic point to the landed gentry, but to the rest of you—and us—it means a lot. We've been getting the message from your many cards and letters for umpteen months back, that today's up-and-away prices are squeezing you hard—and you just don't have the bucks to pay 50¢ or a Dollar for Comics—even for comics as good as ours. Okay, guys, we're listening. We heard ya! And we're holding the line!

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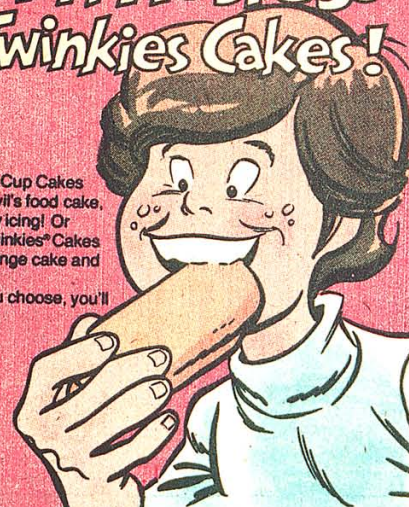


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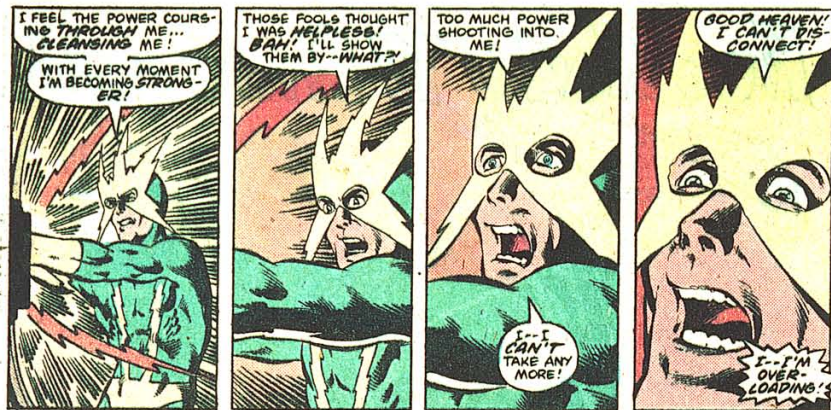
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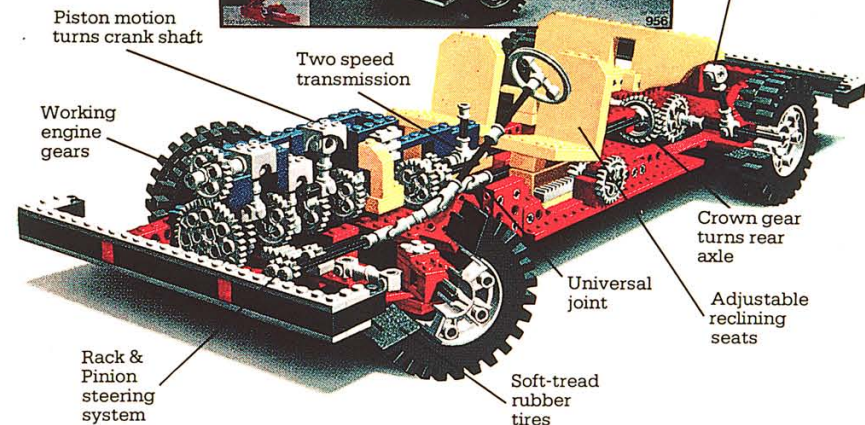
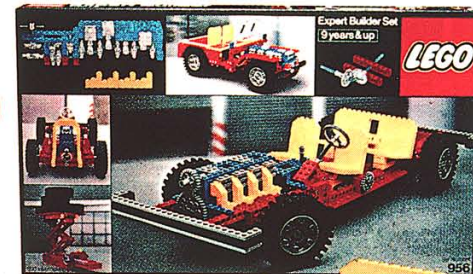
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